

IN THE CHANCERY COURT OF THE STATE OF TENNESSEE
TWENTIETH JUDICIAL DISTRICT, DAVIDSON COUNTY

RECEIVED

STATE OF TENNESSEE, ex rel.
ANNE B. POPE, Commissioner of
Commerce and Insurance for the State
of Tennessee,

Petitioner,

v.

TENNESSEE COORDINATED
CARE NETWORK, a Tennessee not-for
profit health maintenance organization;
MEDICAL CARE MANAGEMENT
COMPANY, a Tennessee for profit
corporation; and ACCESS HEALTH
SYSTEMS, INC., a Tennessee for profit
corporation,

Respondents.

NOV - 2 2001

Davidson Co. Chancery Court

No. 01-3206-III

FILED
2001 NOV - 2 PM 4: 12
CLERK & MASTER
DAVIDSON CO. CHANCERY CT.
DC&M

**FINAL ORDER APPOINTING COMMISSIONER
FOR PURPOSES OF LIQUIDATION OF RESPONDENT TENNESSEE
COORDINATED CARE NETWORK; AND PERMANENT INJUNCTION**

This cause came on to be heard on November 2, 2001, on the Verified Petition ¹ of the Commissioner of the Tennessee Department of Commerce and Insurance, Anne B. Pope ("Commissioner or Department"), requesting entry of an Order of Liquidation of Respondent Tennessee Coordinated Care Network ("TCCN," "Respondent" or "insurer"), pursuant to Tenn. Code Ann. § 56-9-306 and § 56-32-217. The Verified Petition was filed on October 17, 2001, along with an Application for an Order of Seizure. On October 18, 2001, this Court granted the Commissioner's Application for an Order of Seizure of TCCN. Based upon the Verified Amended Petition and exhibits thereto, as well as the supplemental exhibits in support of the Verified Amended Petition, the response, if any, of the Respondents, the arguments of counsel, the applicable law, and the entire record in this case, this Court **FINDS** that the Commissioner's Petition for an Order of Liquidation and Permanent Injunction should be granted.

¹Pursuant to an agreement in the Seizure Order entered on October 18, 2001, without prejudice to the Commissioner, in her discretion, to seek liquidation, the Commissioner amended her petition to seek an order of liquidation or rehabilitation.

The Court further **FINDS** that:

1. This Court has subject matter jurisdiction of this action pursuant to Tenn. Code Ann. § 56-9-104, and venue of this action is properly in the Chancery Court of Davidson County pursuant to Tenn. Code Ann. § 56-9-104(e). All parties have been served with process.
2. Pursuant to Tenn. Code Ann. § 56-9-133, the Amended Verified Petition and exhibits thereto have been received as prima facie evidence of the facts contained therein.
3. Respondent Tennessee Coordinated Care Network (formerly Tennessee Managed Care Network) is a non-profit public benefit corporation, incorporated in the State of Tennessee and holding a certificate of authority from the Commissioner to operate as a Tennessee domestic HMO, thereby becoming subject generally to the standards of Tenn. Code Ann. §§ 56-32-201, *et seq.* TCCN has contracted with the State of Tennessee's TennCare Bureau in the Department of Finance and Administration to provide health care benefits to persons enrolled in the State's TennCare program, until October 31, 2001. TCCN operated the second largest statewide TennCare health plan, known as Access...*MedPLUS*, which served approximately 279,000 TennCare enrollees, until the transfer of all such enrollees on October 20, 2001. TCCN received over 99% of its revenue from the State for TennCare enrollees. The President of TCCN is Albert Head, who is TCCN's sole officer/employee.
4. Other than its President, TCCN has no employees or other operational assets except through its management contract with Respondent Medical Care Management Company ("MCMC"). MCMC is a Tennessee for-profit corporation. Its President and Chairman of the Board is Anthony J. Cebrun. MCMC manages TCCN's operations and supplies or arranges for all the personnel, physical space, and equipment that are required to administer and carry out TCCN's functions as a health maintenance organization. By contract, all employees necessary for TCCN to perform its functions are employees of MCMC. MCMC is also supposed to provide and/or arrange for the performance of all accounting, legal and general administrative functions that are required by TCCN. Further, records of and/or related to TCCN's business are to be maintained by MCMC.
5. In light of the management contract between TCCN and MCMC, any Liquidation of TCCN will require the full cooperation of MCMC, its directors, agents, employees and officers, as mandated by Tenn. Code Ann. § 56-9-106.

6. Respondent Access Health Systems, Inc., is a Delaware for-profit corporation authorized to do business in Tennessee. AHS is closely affiliated with MCMC. AHS and its agents, employees and officers are or have been acting regularly and daily as agents of MCMC, in that they are or have been providing key management personnel to make or carry out the many executive decisions directing TCCN's health maintenance organization business and MCMC's administrative functions.² Thus, in light of MCMC's management contract, the common management and close affiliation of MCMC and AHS, and the staffing of MCMC's obligations to TCCN with AHS personnel, any Liquidation of TCCN cannot be fully carried out without the complete cooperation of AHS, its directors, agents, employees and officers, as mandated by Tenn. Code Ann. § 56-9-106. Further, any Liquidation of TCCN will require the complete preservation of and access by the Liquidator to all records about or relating to, in any manner whatsoever, TCCN's performance as a health maintenance organization and MCMC's performance of administrative and other duties for TCCN, that AHS and MCMC may have, regardless of the form or designation of such records.

7. Petitioner, Anne B. Pope, is the duly appointed Commissioner of Commerce and Insurance for the State of Tennessee. Pursuant to the Tennessee Insurers Rehabilitation and Liquidation Act (hereinafter "the Act"), Tenn. Code Ann. §§ 56-9-101, *et seq.*, the liquidation of a domestic insurer, which includes prepaid health care delivery plans, is to be conducted by the Commissioner and her successors in office after her appointment as Liquidator by the Court. Tenn. Code Ann. §§ 56-9-301, *et seq.* Pursuant to Tenn. Code Ann. § 56-32-217(a), any rehabilitation, liquidation, conservation or supervision of a health maintenance organization (HMO) shall be deemed to be the rehabilitation, liquidation, conservation or supervision of any insurance company and shall be conducted under the supervision of the Commissioner pursuant to the Act.

8. Tenn. Code Ann. § 56-9-306, under "FORMAL PROCEEDINGS" in the Act, authorizes the Commissioner, in her discretion, to petition the Davidson County Chancery Court for an Order authorizing her to liquidate a domestic insurance company. Health maintenance organizations, such as TCCN, are deemed to be "insurers" for purposes of applying the Act. *See*

²See Affidavit of John Mattingly at ¶6, Exhibit A to Verified Petition for Rehabilitation filed in *State v. Tennessee Coordinated Care Network, et al.*, Davidson Chancery No. 01-23-I.

Tenn. Code Ann. § 56-9-103(12) and § 56-9-102(7). Under Tenn. Code Ann. § 56-9-306, a liquidation proceeding may be based upon one or more of the grounds stated in Tenn. Code Ann. § 56-9-301 or 56-9-306, including that the insurer is insolvent, or that the insurer is in such condition that further transaction of business would be hazardous financially to its policyholders, creditors or the public. "Insolvency" is defined under the Act as when an insurer is "unable to pay its obligations when they are due, or *when its admitted assets do not exceed its liabilities*, plus the greater of: (i) Any capital and surplus required by law for its organization; or (ii) the total par or stated value of its authorized and issued capital stock." Tenn. Code Ann. § 56-9-103(11)(B) (emphasis added).

9. The HMO statute specifically permits the Commissioner to apply for an order directing the Commissioner to rehabilitate, liquidate, conserve or supervise a health maintenance organization under the Act for any ground set out in title 56, chapter 9, or, when, in the Commissioner's opinion, the continued operation of the health maintenance organization would be hazardous either to the enrollees or to the people of this state. Tenn. Code Ann. § 56-32-217(a). In the case of a net worth deficiency of an HMO, Tenn. Code Ann. § 56-32-212(a)(7) specifically permits the Commissioner to take action against the HMO under Tenn. Code Ann. § 56-32-217 if:

(C) The commissioner determines that *an improper working capital or net worth status cannot be corrected within a reasonable time*; or

(D) The commissioner determines that *an organization is in such financial condition that the transaction of further business would be hazardous to its enrollees, its creditors, or the public*. (Emphasis added).

10. On October 12, 2001, TCCN submitted its Amended Annual Statement for the year ending December 31, 2000. This statement had been signed and sworn to by the President of TCCN, Albert M. Head, and also contained the actuarial certification by The Ostheimer Company. This Annual Statement, as amended, reported that as of December 31, 2000, TCCN had a negative net worth of \$42,966,450.

11. On October 12, 2001, TCCN also submitted its June 30, 2001 Quarterly NAIC financial statement, which had been signed and sworn to by the President of TCCN, Albert M.

Head, and certified by its actuary, The Ostheimer Company. This statement showed that as of June 30, 2001, TCCN's negative net worth had increased to \$53,824,891.

12. On September 19, 2001, the TennCare Bureau sent a letter to TCCN notifying TCCN that pursuant to Section 4-2.b. of the Contractor Risk Agreement ("CRA"), it was terminating the CRA. Such termination became effective as of midnight, October 31, 2001, and the TennCare Bureau has not executed a new Contractor Risk Agreement with TCCN. Additionally, effective October 20, 2001, TCCN's TennCare enrollees were transferred by the TennCare Bureau to the backup program, TennCare Select.

13. The Commissioner has reasonably determined, and the Court finds, that TCCN is insolvent ~~and/or in a condition which is hazardous, financially and otherwise, to its enrollees, providers, creditors and the public in general~~, as demonstrated by TCCN's own financial statements filed with the Tennessee Department of Commerce and Insurance and/or the TennCare Bureau. Accordingly, this Court finds that the Commissioner has demonstrated that the grounds for liquidation, pursuant to Tenn. Code Ann. § 56-9-306, exist and, therefore, that an order of liquidation of Respondent TCCN should be entered by this Court.

IT IS THEREFORE, ORDERED ADJUDGED and DECREED that:

1. The Commissioner of Commerce and Insurance for the State of Tennessee, Anne B. Pope, in her official capacity or her successors in office, is appointed Liquidator of **Tennessee Coordinated Care Network**, a Tennessee domiciled health maintenance organization formerly known as Tennessee Managed Care Network ("TCCN", Respondent" or "insurer") for purposes of liquidation as provided by Tenn. Code Ann. §§ 56-9-306, and 307 with all the powers conferred by law on receivers and liquidators of insurers appointed under those statutes. In addition to those powers specifically enumerated in this Final Order of Liquidation and by operation of law under Tenn. Code Ann. §§ 56-9-101 *et seq.* for liquidators of insurers, the Liquidator shall have the power to exercise all powers now held or hereafter conferred upon receivers by the laws of this state not inconsistent with Tenn. Code Ann. §§ 56-9-101, *et seq.*
2. Pursuant to Tenn. Code Ann. § 56-9-307, the Commissioner, as Liquidator, is authorized and directed forthwith (1) to take possession of all

accounts, assets, monies, and property (both tangible and intangible) belonging to, held by and/or in the name of Tennessee Coordinated Care Network, or in its former name of Tennessee Managed Care Network, both within and without the State of Tennessee, (2) to be vested by operation of law with the title to all of the property, contracts and rights of action, and all of the accounts, assets, monies, books and records of the insurer, wherever located, as of the date of entry of the liquidation order, and any further title or rights in property gained by the Commissioner by virtue of such receivership, and (3) to have the right to recover the same and reduce the same to possession and to administer them under the general supervision of the Court with all the powers granted a Liquidator and receivers under Tenn. Code Ann. §§ 56-9-101 *et seq.* The Commissioner shall have immediate access to ^{for review and copying,} ~~and shall occupy and control the premises and all~~ *all* records, databases, and computer files used to carry out the business of TCCN, regardless of their location and possession;

CEL

3. Any bank, savings and loan association, financial institution or other person, which has on deposit, in its possession, custody or control any funds, accounts and any other assets of Tennessee Coordinated Care Network, formerly known as Tennessee Managed Care Network, including financial institution accounts held in the name of other account holders, shall immediately transfer title, custody and control of all such funds, accounts, or assets to the Liquidator, and are hereby instructed that the Liquidator has absolute control over such funds, accounts and other assets. The Liquidator may change the name of such accounts and other assets, withdraw them from such bank, savings and loan association or other financial institution, or take any lesser action necessary for the proper conduct of this receivership. No bank, savings and loan association or other financial institution shall exercise any form of set-off, alleged set-off, lien, any form of self-help whatsoever, or refuse to transfer any funds or assets to the Liquidator's control without the permission of this Court;

4. ***Any entity (including any affiliate of TCCN), including but not limited to Medical Care Management Company (MCMC), Medical Care Management***

Company, USA (MCMC USA) and Access Health Systems, Inc. ("AHS"),
which has custody, control or possession of any data processing information
and records (including but not limited to source documents, all types of

electronically stored information, master tapes, hard drives or any other
recorded information) relating to or pertaining to TCCN, shall ~~transfer custody,~~
~~control and possession of~~ all such records in a form readable and/or accessible
by the Commissioner to the Commissioner as Liquidator as of the date of this
Order, unless instructed to the contrary by the Commissioner as Liquidator.

The Commissioner is authorized to make the determination as to which records,
in the custody, control and possession of any entity other than TCCN, relate to

or pertain to TCCN. If a dispute arises as to which records relate to or pertain to
N, the entity shall file a motion with the court for a hearing to resolve the
dispute.

5. Pursuant to Tenn. Code Ann. § 56-9-307, the rights and liabilities of
TCCN and of its creditors, policyholders, shareholders, members and all other
persons interested in its estate shall become fixed as of the date of the entry of this
Order of Liquidation, except as provided in Tenn. Code Ann. §§ 56-9-308 and
326;

6. Pursuant to Tenn. Code Ann. § 56-9-308, all policies, including bonds and
other noncancellable business, in effect at the time of issuance of this Order of
Liquidation shall continue in force only for the lesser of: (1) a period of thirty (30)
days after the date of entry of the Order of Liquidation, (2) the expiration of the
policy coverage; (3) the date when the insured has replaced the insurance
coverage with equivalent insurance in another insurer or otherwise terminated the
policy, (4) the date when the liquidator has effected a transfer of the policy
obligation pursuant to Tenn. Code Ann. § 56-9-310(a)(10), or, (5) the date
proposed by the liquidator and approved by the Court to cancel coverage. The
Liquidator proposes and the Court hereby approves that all outstanding policies
and coverage be canceled on December 3, 2001 [~~31st day after date of entry of~~
~~this Order~~] at 12:01 a.m.;

7. This Order of Liquidation shall terminate coverage at the time specified in
Tenn. Code Ann. § 56-9-308(a) for purposes of any other statute;

8. The Liquidator shall have all the powers enumerated in Tenn. Code Ann. § 56-9-310, including the power to appoint a special deputy or deputies to act for her and to determine their reasonable compensation. One such special deputy to be appointed by the Commissioner for purposes of liquidation is Courtney N. Pearre. The special deputy shall have all powers of the Liquidator as granted by this Order and as enumerated in Tenn. Code Ann. § 56-9-310. The special deputy shall serve at the pleasure of the Liquidator;

9. The Liquidator shall have the power to employ employees and agents, legal counsel, actuaries, accountants, appraisers, consultants and such other personnel as the Liquidator may deem necessary to assist in the liquidation, including, but not limited to, Medical Care Management Company or any subcontractor or vendor thereof. *If requested by the Liquidator, all legal counsel, actuaries, accountants, appraisers, consultants, subcontractors or vendors employed or retained by TCCN, or performing services for or on behalf of TCCN as of the date of this Order shall, within 30 days of such request, report to the Liquidator the nature and status of the services they are handling or providing for or on behalf of TCCN. Said report shall include an accounting of any funds received from or on behalf of TCCN for any purpose and in any capacity as of the date of any such request from the Liquidator;*

10. The Liquidator shall have the power to fix reasonable compensation of employees and agents, legal counsel, actuaries, accountants, appraisers and consultants with the approval of the Court, and shall have power to pay reasonable compensation to persons appointed and to defray from the funds or assets of the insurer all expenses of taking possession of, conserving, conducting, liquidating, disposing of, or otherwise dealing with the business and property of the insurer;

11. The Liquidator shall have the power to hold hearings, to subpoena witnesses to compel their attendance, to administer oaths, to examine any person under oath, and to compel any person to subscribe to his or her testimony after it has been correctly reduced to writing; and in connection therewith to require the

production of any books, papers, records or other documents which he deems relevant to the inquiry;

12. The Liquidator shall have the power to audit the books and records of all agents of the insurer insofar as those records relate to the business activities of the insurer;

13. The Liquidator shall have the power to acquire, hypothecate, encumber, lease, improve, sell, transfer, abandon or otherwise dispose of or deal with, any property of the insurer at its market value or upon such terms and conditions as are fair and reasonable. The Liquidator shall also have power to execute, acknowledge and deliver any and all deeds, assignments, releases and other instruments necessary or proper to effectuate any sale of property or other transaction in connection with the liquidation;

14. The Liquidator shall have the power to enter into such contracts as are necessary to carry out the Order of Liquidation, and to affirm or disavow any contracts to which the insurer is a party;

15. The Liquidator shall have the power to continue to prosecute and to institute in the name of the insurer or in the Liquidator's own name any and all suits and other legal proceedings, in this state or elsewhere, and to abandon the prosecution of claims the Liquidator deems unprofitable to pursue further;

16. The Liquidator shall have the power to prosecute any action at law or in equity which may exist on the Liquidator's behalf, and/or on behalf of the creditors, members, policyholders or shareholders of the insurer against any person or entity. Pursuant to Tenn. Code Ann. § 56-9-313(b)(1), the Liquidator may, within two (2) years or such other longer time as applicable law may permit, institute an action or proceeding on behalf of the estate of the insurer upon any cause of action against which the period of limitation fixed by applicable law has not expired at the time of the filing of the instant petition for liquidation;

17. Respondent TCCN currently has pending three separate actions against the State of Tennessee: *TCCN v. State of Tennessee*, Davidson Chancery No. 01-1791-II; *TCCN v. Warren Neel, et al.*, USDC No. 3-00-1226; and, *TCCN v.*

Warren Neel, et al., USDC No. 3-01-0126. In light of the parties and allegations involved, and in order to properly perform the evaluation of whether to continue to prosecute or to abandon these suits against the State, the Liquidator will recommend within forty (40) days after entry of the order of liquidation a procedure for performance of such evaluation and subsequent control of these suits against the State by a person acceptable to the Court.

18. The Liquidator shall have the power to remove any or all records and property of the insurer to the offices of the Commissioner or to such other place as may be convenient for the purposes of efficient and orderly execution of the liquidation;

19. The Liquidator shall have the power under Tenn. Code Ann. §§ 56-9-315, 316, and 317 to avoid fraudulent and preferential transfers;

20. The enumeration of the powers and authority of the Liquidator shall not be construed as a limitation upon the Commissioner or Special Deputy, nor shall it exclude in any manner any right to do such other acts not herein specifically enumerated or otherwise provided for, as may be necessary or appropriate for the accomplishment of or in aid of the purpose of liquidation;

21. The amounts held in the custodial deposit account established by TCCN with the Commissioner under Tenn. Code Ann. § 56-32-212(b) to assure continuation of health care services to enrollees of TCCN that is in rehabilitation or liquidation, which by operation of law vests in the State of Tennessee immediately prior to the filing of the petition for liquidation, shall be furnished by the State of Tennessee to the Liquidator for these purposes in the liquidation of TCCN, for which the Liquidator may draw down such funds;

22. **Notice.** The Liquidator shall give or cause to be given notice of the Order of Liquidation in accordance with Tenn. Code Ann. § 56-9-311 as soon as possible: (1) by first class mail and either by telegram or telephone to the insurance commissioner of each jurisdiction in which the insurer is doing business; (2) by first class mail to any guaranty association or foreign guaranty association which is or may become obligated as a result of liquidation; (3) by

first class mail to all insurance agents of the insurer; (4) by first class mail to all persons known or reasonably expected to have claims against the insurer including all policyholders, at their last known address as indicated by the records of the insurer; and (5) by publication in a newspaper of general circulation in the county in which the insurer has its principal place of business and in such other locations as the liquidator deems appropriate;

23. **Claims Deadline** - Except as otherwise established by the Liquidator with approval of the Court, notice to potential claimants under Tenn. Code Ann. § 56-9-311(a) shall specify in the notice and require claimants to file with the Liquidator their claims together with proper proofs thereof under Tenn. Code Ann. § 56-9-324, on or before 4:30 p.m., Central Time, **March 1, 2002**, for purposes of participating in any distribution of assets that may be made on timely filed claims that are allowed in these proceedings;

24. With notice given in accordance with Tenn. Code Ann. § 56-9-311, the distribution of assets of the insurer under Tenn. Code Ann. §§ 56-9-101, *et seq.* shall be conclusive with respect to all claimants, whether or not they receive notice;

25. **Protection from Suit.** Pursuant to Tenn. Code Ann. § 56-9-313, no action at law or equity or in arbitration shall be brought against the insurer or Liquidator, whether in Tennessee or elsewhere, nor shall any such existing actions be maintained or further presented or prosecuted after issuance of the Order of Liquidation. All claims must be submitted through the claims process as set forth in the Act, and as further defined in this Order. Whenever, in the Liquidator's judgment, protection of the estate of the insurer necessitates intervention in an action against the insurer that is pending outside this state, the Liquidator may intervene in the action. The Liquidator may defend any action in which the Liquidator intervenes under this section at the expense of the estate of the insurer;

26. **Injunctions.** Pursuant to Tenn. Code Ann. § 56-9-105(a)(1-11), all persons, firms, corporations and associations, including, but not limited to, Respondent Tennessee Coordinated Care Network and its officers, directors,

stockholders, members, subscribers, agents, attorneys, accountants, contractors, subcontractors and all other persons with authority over or in charge of any segment of TCCN's affairs, including, without prejudice to the generality, its management company, Medical Care Management Company and that company's parent corporation, Access Health Systems, Inc., their directors, agents, employees and officers, and any others, are prohibited and permanently enjoined from (1) the transaction of TCCN's business, (2) the waste or disposition of its property, (3) the destruction, deletion, modification, or waste of TCCN's records, databases or computer files, *or any records databases or computer files relating to or pertaining to the business of TCCN, regardless of the control, custody or possession of such records*, (4) the commencement or prosecution of any actions, or the obtaining of preferences, judgments, attachments or other liens, or the making of any levy against the insurer or against its assets or any part thereof until further order of this Court, and (5) any other threatened or contemplated action, not permitted under the Act, that might lessen the value of the insurer's assets or prejudice the rights of policyholders, enrollees, creditors or shareholders, or the administration of any proceeding under the Act; and this Court further authorizes the Liquidator to apply outside of Tennessee for the relief described in Tenn. Code Ann. § 56-9-105(a);

27. **Cooperation.** Pursuant to Tenn. Code Ann. § 56-9-106, the officers, managers, directors, trustees, owners, employees, agents, attorneys, accountants, contractors or subcontractors of TCCN, and any other persons with authority over or in charge of any segment of TCCN's affairs, including, without prejudice to the generality, Medical Care Management Company and Access Health Systems, Inc., their directors, agents, employees and officers, and any others, are ordered and required to cooperate with the Commissioner in the carrying out of the liquidation. The term "person" shall include any person who exercises control directly or indirectly over activities of the TCCN through any holding company, parent company, or other affiliate of TCCN. Further, the term "person" shall include any person who exercises control or who participates in the activities of

the TCCN, including through the record-keeping and computer systems operation relating to the activities of the TCCN. "To cooperate" shall include, but shall not be limited to, the following: (1) to reply promptly in writing to any inquiry from the Commissioner requesting such a reply; and (2) to preserve and to make available to the Commissioner any and all books, bank and investment accounts, pension accounts, documents, or other records or information or computer programs and databases or property of or pertaining to TCCN wheresoever located and in his or her possession, custody or control. No person shall obstruct or interfere with the Commissioner in the conduct of this liquidation;

28. Pursuant to Tenn. Code Ann. § 56-9-307(e), the Liquidator shall make financial reports to the Court, which shall be filed within one (1) year of the Order of Liquidation, and at least annually thereafter. Financial reports shall include the assets and liabilities of the insurer and all funds received or disbursed by the Liquidator during the current period;

29. Any person, firm, corporation or other entity having notice of this Order that fails to abide by its terms shall be directed to appear before this Court to show good cause, if any they may have, as to why they should not be held in contempt of Court for violation of the provisions of this Order;

30. No bond is required of the Commissioner as a prerequisite for the filing of this petition or entry of this liquidation order or for the issuance of any injunction, restraining order, or additional order issued as provided by Tenn. Code Ann. § 20-13-101;

31. The Commissioner may apply to the Court for any further orders and injunctive relief which may be necessary to implement the terms of this order, or in aid thereof, to which the Commissioner may be entitled. This Court retains jurisdiction for the purpose of granting such further relief as from time to time shall be deemed appropriate, and;

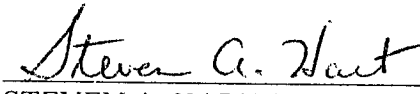
32. That this Liquidation Order is permanent and a final order and entitled to full faith and credit, pursuant to U.S. Const. Art. IV, § 1 and 28 U.S.C. § 1738, in the state and federal courts of each of the United States.

IT IS SO ORDERED.

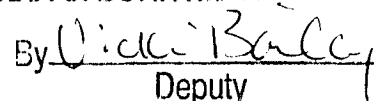

CHANCELLOR

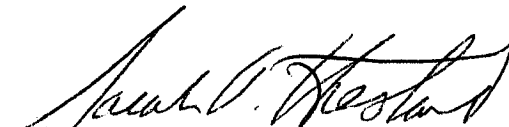
APPROVED FOR ENTRY:

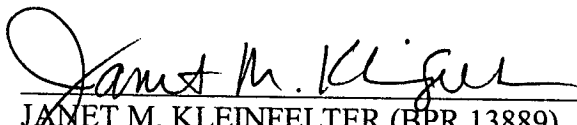
PAUL G. SUMMERS (BPR 6285)
Attorney General and Reporter


STEVEN A. HART (BPR 7050)
Special Counsel
Office of Attorney General

I hereby certify that this is a true copy
of original instrument filed in my office.

This 2 day of November 2001
CLAUDIA C. BONNYMAN Clerk & Master
By  Deputy


SARAH A. HIESTAND (BPR 14217)
Senior Counsel
Office of Attorney General


JANET M. KLEINFELTER (BPR 13889)
Senior Counsel
Office of Attorney General
425 5th Avenue North
Nashville, Tennessee 37243
(615) 741-7403

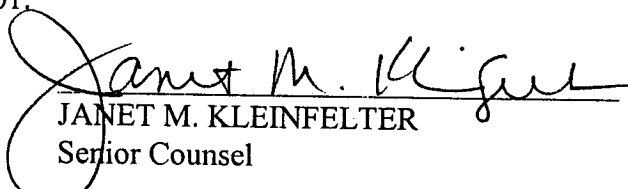
CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Final Order of Liquidation has been hand-delivered and/or sent by facsimile transmission to:

Harlan Dodson FAX[(615) 726-2241]
Richard L. Dinkins
Dodson, Parker, Dinkins & Behm, P.C.
400 Realtors Building
306 Gay Street
P.O. Box 198806
Nashville, Tennessee 37219-8806

Robert E. Cooper, Jr.
Bass, Berry & Sims, PLC
AmSouth Center
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238-0002

this 2nd day of November, 2001.


JANET M. KLEINFELTER
Senior Counsel